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**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

In re:	)	Chapter 11
GENERAL MOTORS CORP, <i>et al.</i> ,	)	Case No. 09-50026 (REG)
	)	(Jointly Administered)
Debtors.	)	
_____	)	

**LIMITED OBJECTION OF SOROC ACQUISITION CORP. KNOWN AS SOROC  
PRODUCTS INC. TO NOTICE OF (I) DEBTORS' INTENT TO ASSUME AND ASSIGN  
CERTAIN EXECUTORY CONTRACTS, UNEXPIRED LEASES OF PERSONAL  
PROPERTY, AND UNEXPIRED LEASES OF NONRESIDENTIAL REAL PROPERTY  
AND (II) CURE AMOUNTS RELATED THERETO**

Soroc Acquisition Corp. known as Soroc Products Inc. ("**Soroc**") submits this limited objection (the "**Objection**") and respectfully states as follows:

1. The above-captioned Debtors (collectively, as applicable, the "**Debtors**") served Soroc with a *Notice of (I) Debtors' Intent to Assume and Assign Certain Executory Contracts, Unexpired Leases of Personal Property and Unexpired Leases of Nonresidential Real Property and (II) Cure Amounts Related Thereto* (the "**Cure Notice**") dated June 5, 2009 in which the Debtors express their intention to assume and assign to Vehicle Acquisition Holdings LLC (the "**Purchaser**") certain contracts (the "**Assumable Executory Contracts**") between Soroc and the Debtors.

2. Section 365(b)(1)(A) of the Bankruptcy Code provides that the trustee may not assume an executory contract unless the trustee “cures, or provides adequate assurance that the trustee will promptly cure” any default under the contract. 11 U.S.C. § 365(b)(1)(A). According to the United States Court of Appeals for the Second Circuit, “[i]f the debtor is in default on the contract, it will not be allowed to assume the contract unless, at the time of the assumption it, *inter alia*, (a) cures, or provides adequate assurance that it will promptly cure, the default, and (b) provides adequate assurance of its future performance of its obligations under the contract. . . . Congress's intent in imposing these conditions on the ability of the debtor to assume the contract was “to insure that the contracting parties receive the full benefit of their bargain if they are forced to continue performance.” *In re Ionosphere Clubs, Inc.*, 85 F.3d 992, 999 (2nd Cir. 1996) (*internal citations omitted*).

3. On the Contract Website<sup>1</sup>, the Debtors identify a contract, GM Contract ID TCB08638, as Assumable Executory Contracts and assert \$0.00 as the corresponding cure amount (the “**Cure Amount**”) that the Debtors believe is sufficient to cure all prepetition defaults under the Assumable Executory Contracts as of June 1, 2009.

4. Upon information and belief, the Debtors also intend to assume and assign a second contract, GM Contract ID TCB07190, as Assumable Executory Contracts; however, the Contract Website does not list this contract on the Contract Notice page identifying Assumable Executory Contracts.

5. Soroc does not object, *per se*, to assumption and assignment of the Assumable Executory Contracts to Purchaser.

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<sup>1</sup> Capitalized terms not otherwise defined herein shall have the meaning ascribed to them in the Cure Notice.

6. Soroc does object, however, to the Cure Notice to the extent that the proposed Cure Amount is incorrect and does not reflect all defaults under the Assumable Executory Contracts.

7. Specifically, with respect to the identified Assumable Executory Contracts, GM Contract ID TCB08638, there is a prepetition balance owed to Soroc in an amount that is not less than \$45,326.30. *See Exhibit A attached hereto, Soroc Products GM Receivables.*

8. With respect to the second contract that Soroc believes the Debtors intend to assume, GM Contract ID TCB07190, there is a prepetition balance owed to Soroc in an amount that is not less than \$136,367.92. *See Exhibit A.*

9. Under both of the Assumable Executory Contracts as of June 1, 2009, there is an aggregate prepetition balance owed to Soroc in an amount that is not less than \$181,694.22.

10. Soroc also objects to the Cure Notice insofar as any postpetition performance by Soroc of the Assumable Executory Contracts may give rise to additional accounts receivable that, as of the prospective time of assumption and assignment, may be due or past-due and properly included in the Cure Amount.

11. Notwithstanding the foregoing, Soroc further reserves its rights, in the event that the Assumable Executory Contracts are not assumed, to assert any claims for damages, which claims may include all amounts allowable under applicable law.

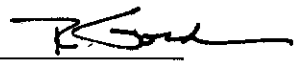
12. Soroc further objects to the adequacy and the accuracy of the Cure Notice insofar as there may be other contracts with Soroc that may or will be assumed and assigned but which have not been included in the Cure Notice.

13. Soroc reserves the right to amend or supplement this Objection as additional facts are learned.

Dated: June 12, 2009

Respectfully submitted,

CLARK HILL PLC

/s/ Robert D. Gordon 

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Sorac Products Inc.

# **EXHIBIT A**

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**SOROC PRODUCTS  
GM RECEIVABLES  
As of 6/10/09**

C#	Company	Salesman	Inv Date	Engineer	PO #	Old Inv #	Inv#	Inv Amt	US Inv Amt	In E-DACOR USA	In E-DACOR Canada	Not in System USA	Details
GM1	GM FSS ABP	RH	4/16/09	Sara Hale 248-857- 1696	TCB07190 GMR87278		25384	507.50	507.50	507.50			EDACOR CORRECT AMT
GM1	GM FSS ABP	RH	4/13/09	Sara Hale 248-857- 1696	TCB07190 GMR87293		25376	2,537.50	2,537.50	2,537.50			EDACOR CORRECT AMT
GM1	GM FSS ABP	RH	4/16/09	Sara Hale 248-857- 1696	TCB07190 GMR87278		25382	2,537.50	2,537.50	2,537.50			EDACOR CORRECT AMT
GMNOI	GM FSS ABP	RH	5/13/09	Sara Hale 248-857- 1696	TCB07190 GMR86987		25419	6,270.00	6,270.00	6,270.00			EDACOR CORRECT AMT
GMNOI	GM FSS ABP	RH	5/14/09	Sara Hale 248-857- 1695	TCB07190 GMR86987		25423	6,270.00	6,270.00	6,270.00			EDACOR CORRECT AMT
GMNOI	GM FSS ABP	RH	5/19/09	Sara Hale 248-857- 1696	TCB07190 GMR86987		25429	6,270.00	6,270.00	6,270.00			EDACOR CORRECT AMT
GM1	GM FSS ABP	RH	4/23/09	Sara Hale 248-857- 1696	TCB07190 GMR87293		25392	8,891.40	8,891.40	8,891.40			EDACOR CORRECT AMT
GM1	GM FSS ABP	RH	4/23/09	Sara Hale 248-857- 1696	TCB07190 GMR87278		25390	9,378.60	9,378.60	9,378.60			EDACOR CORRECT AMT
GM1	GM FSS ABP	RH	4/20/09	Sara Hale 248-857- 1696	TCB07190 GMR87293		25385	15,834.00	15,834.00	15,834.00			EDACOR CORRECT AMT
GMNOI	GM FSS ABP	RH	4/21/09	Sara Hale 248-857- 1695	TCB07190 GMR86987	25388	25455	3,861.45	3,861.45			3,861.45	NOT IN EDACOR
GMNOI	GM FSS ABP	RH	4/22/09	Sara Hale 248-857- 1695	TCB07190 GMR86987	25389	25456	5,262.60	5,262.60			5,262.60	NOT IN EDACOR
GMNOI	GM FSS ABP	RH	4/23/09	Sara Hale 248-857- 1695	TCB07190 GMR86987	25391	25457	4,210.08	4,210.08			4,210.08	NOT IN EDACOR
GMNOI	GM FSS ABP	RH	4/27/09	Sara Hale 248-857- 1695	TCB07190 GMR86987	25393	25458	3,683.82	3,683.82			3,683.82	NOT IN EDACOR
GMNOI	GM FSS ABP	RH	4/29/09	Sara Hale 248-857- 1695	TCB07190 GMR86987	25394	25459	3,946.95	3,946.95			3,946.95	NOT IN EDACOR

**SOROC PRODUCTS  
GM RECEIVABLES  
As of 6/10/09**

C#	Company	Salesman	Inv Date	Engineer	PO #	Old Inv #	Inv#	Inv Amt	US Inv Amt	In E-DACOR USA	In E-DACOR Canada	Not in System USA	Details
GMNOI	GM FSS ABP	RH	5/5/09	Sara Hale 248-857- 1695	TCB07190 GMR86987	25407	25460	11,577.72	11,577.72			11,577.72	NOT IN EDACOR
GMNOI	GM FSS ABP	RH	5/7/09	Sara Hale 248-857- 1695	TCB07190 GMR86987	25409	25461	6,250.20	6,250.20			6,250.20	NOT IN EDACOR
GMNOI	GM FSS ABP	RH	5/13/09	Sara Hale 248-857- 1695	TCB07190 GMR86987	25418	25462	5,307.72	5,307.72			5,307.72	NOT IN EDACOR
GMNOI	GM FSS ABP	RH	5/14/09	Sara Hale 248-857- 1695	TCB07190 GMR86987		25463	5,307.72	5,307.72			5,307.72	NOT IN EDACOR
GMNOI	GM FSS ABP	RH	5/19/09	Sara Hale 248-857- 1695	TCB07190 GMR86987		25464	5,307.72	5,307.72			5,307.72	NOT IN EDACOR
GMNOI	GM FSS ABP	RH	5/21/09	Sara Hale 248-857- 1696	TCB07190 GMR86987		25438	11,577.72	11,577.72			11,577.72	NOT IN EDACOR
GMNOI	GM FSS ABP	RH	5/26/09	Sara Hale 248-857- 1697	TCB07190 GMR86987		25441	11,577.72	11,577.72			11,577.72	NOT IN EDACOR
GM1	GM FSS ABP	RH	4/2/09		TCB08638 GMR89444		25362	84.00	84.00	84.00			EDACOR CORRECT AMT
GM1	GM FSS ABP	RH	4/6/09		TCB08638 GMR89444		25364	300.00	300.00	300.00			EDACOR CORRECT AMT
GM1	GM FSS ABP	RH	4/13/09		TCB08638 GMR89444		25378	507.50	507.50	507.50			EDACOR CORRECT AMT
GM1	GM FSS ABP	RH	4/14/09		TCB08638 GMR89444		25379	780.00	780.00	780.00			EDACOR CORRECT AMT
GM1	GM FSS ABP	RH	5/14/09		TCB08638 GMR89531		25421	9,770.00	9,770.00	9,770.00			EDACOR CORRECT AMT
GM1	GM FSS ABP	RH	5/20/09	David Abbott 248-857- 4274	TCB08638 GMR89532		25431	16,942.40	16,942.40			16,942.40	NOT IN EDACOR
GM1	GM FSS ABP	RH	5/28/09	David Abbott 248-857- 4275	TCB08638 GMR89533		25465	16,942.40	16,942.40	16,942.40			EDACOR CORRECT AMT

TOTAL \$181,694.22 \$181,694.22 \$86,880.40 \$ - \$ 94,813.82